

EXHIBIT 3

Message

From: Woodard, Arthur [/O=KAYESCHOLER/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=WOODARD1]
Sent: 4/16/2012 10:12:56 PM
To: 'Matthew Stein' [mstein@argremgt.com]; 'jhvm@argremgt.com' [jhvm@argremgt.com]; 'jlhote@argremgt.com' [jlhote@argremgt.com]; 'alarosa@argremgt.com' [alarosa@argremgt.com]; 'rmarkowitz@argremgt.com' [rmarkowitz@argremgt.com]
CC: Ben-Jacob, Michael [/O=KAYESCHOLER/OU=EXCHANGE ADMINISTRATIVE GROUP (FYDIBOHF23SPDLT)/CN=RECIPIENTS/CN=Ben_m]
Subject: 401(k) plan

All—

One thing that occurred to me after we got off the phone is that, in response to it being unable to process the volume of determination applications it receives, the IRS recently announced a change to the rules regarding determination letters for prototype 401(k) and profit sharing plans, effective May 1st. From that date on, the Service will not review a letter from an employer that has used a prototype and not deviated significantly from the prototype. It seems to me that you could even use this new rule to go forward now without any separate letter which would allow you to act as soon as you got a prototype from a vendor (that of course could take longer than you have).

There is no additional guidance regarding the new rules so I do not know how they will work vis a vis the 6166, i.e. there will be nothing in the Service's computer systems showing that you've created a plan so I'm not sure how they will give the certification. Having said that, since you, by definition, would have a qualified plan, I don't see how they could reasonably refuse to issue the certification.

Call or email me if you have any questions.

Woody

* * * *

IRS CIRCULAR 230 DISCLOSURE: To ensure compliance with Treasury Department regulations, we inform you that any U.S. federal tax advice contained in this correspondence (including any attachments) is not intended or written to be used, and cannot be used, for the purpose of (i) avoiding penalties that may be imposed under the U.S. Internal Revenue Code or (ii) promoting, marketing or recommending to another party any transaction or matter addressed herein.